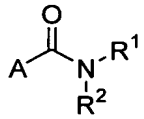
WHAT IS CLAIMED IS

1. A composition for modulation of LXR function in a cell, said composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



or a pharmaceutically acceptable salt thereof, wherein

A is a member selected from the group consisting of $(C_5\text{-}C_{18})$alkyl and $(C_5\text{-}C_{18})$heteroalkyl;

R^1 is a member selected from the group consisting of $(C_3\text{-}C_{12})$alkyl, aryl, aryl$(C_1\text{-}C_8)$alkyl, aryl$(C_2\text{-}C_8)$heteroalkyl, $(C_3\text{-}C_{12})$heteroalkyl, heteroaryl, heteroaryl$(C_1\text{-}C_8)$alkyl and heteroaryl$(C_2\text{-}C_8)$heteroalkyl; and

R^2 is a member selected from the group consisting of aryl, heteroaryl, aryl$(C_1\text{-}C_8)$alkyl, heteroaryl$(C_1\text{-}C_8)$alkyl, aryl$(C_2\text{-}C_8)$heteroalkyl and heteroaryl$(C_2\text{-}C_8)$heteroalkyl;

wherein R^1 and R^2 are optionally combined together with the nitrogen atom to which each is attached to form a 5-, 6-, 7- or 8-membered ring, and said compound binds to the ligand binding domain of LXRα with an affinity of at least 1 micromolar.

2. A composition in accordance with claim **1**, wherein A is selected from the group consisting of $(C_5\text{-}C_{18})$cycloalkyl and $(C_5\text{-}C_{18})$heterocycloalkyl.

3. A composition in accordance with claim **1**, wherein A is selected from the group consisting of $(C_8\text{-}C_{18})$bicycloalkyl, $(C_8\text{-}C_{18})$tricycloalkyl, $(C_8\text{-}C_{18})$heterobicycloalkyl and $(C_8\text{-}C_{18})$heterotricycloalkyl.

4. A composition in accordance with claim **1**, wherein A is adamantyl.

5. A composition in accordance with claim **3**, wherein R^1 is selected from aryl$(C_1\text{-}C_8)$alkyl and heteroaryl$(C_1\text{-}C_8)$alkyl.

6. A composition in accordance with claim **3**, wherein R^2 is selected from aryl and heteroaryl.

7. A composition in accordance with claim **1**, wherein A is adamantyl, R^1 is selected from aryl$(C_1\text{-}C_8)$alkyl and heteroaryl$(C_1\text{-}C_8)$alkyl and R^2 is selected from aryl and heteroaryl.

8. A composition in accordance with claim **1**, wherein A is adamantyl, R^1 is selected from heteroaryl(C_3-C_8)alkenyl and R^2 is selected from phenyl and pyridyl.

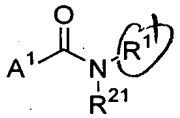
9. A composition in accordance with claim **1**, wherein A is adamantyl, R^1 is selected from branched (C_3-C_8)alkyl and R^2 is selected from phenyl and pyridyl.

10. A composition in accordance with claim **1**, wherein A is adamantyl, R^1 is heteroaryl(branched C_2-C_8)alkyl and R^2 is selected from aryl and heteroaryl.

11. A composition in accordance with claim **1**, wherein A is adamantyl, R^1 is 1-(heteroaryl)-(C_2-C_8)alkyl and R^2 is selected from aryl and heteroaryl.

12. A composition in accordance with claim **1**, wherein A is 1-adamantyl, R^1 is selected from aryl(C_1-C_8)alkyl and heteroaryl(C_1-C_8)alkyl, and R^2 is selected from pyridyl, phenyl, pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.

13. A compound having the formula:



or a pharmaceutically acceptable salt thereof, wherein

A^1 is a member selected from the group consisting of (C_5-C_{12})monocycloalkyl, (C_5-C_{12})heteromonocycloalkyl, (C_8-C_{18})bicycloalkyl, (C_8-C_{18})tricycloalkyl, (C_8-C_{18})heterobicycloalkyl and (C_8-C_{18})heterotricycloalkyl;

R^{11} is a member selected from the group consisting of (C_3-C_{12})alkyl, aryl, aryl(C_1-C_8)alkyl, aryl(C_2-C_8)heteroalkyl, (C_3-C_{12})heteroalkyl, heteroaryl, heteroaryl(C_1-C_8)alkyl and heteroaryl(C_2-C_8)heteroalkyl; and

R^{21} is a member selected from the group consisting of aryl, heteroaryl, aryl(C_1-C_8)alkyl, heteroaryl(C_1-C_8)alkyl, aryl(C_2-C_8)heteroalkyl and heteroaryl(C_2-C_8)heteroalkyl;

and wherein R^{11} and R^{21} can be combined with the nitrogen atom to which each is attached to form a five- to eight-membered ring, with the following provisos:

when R^{21} is 2-pyridyl, R^{11} is other than a substituted or unsubstituted 2-(1-piperazinyl)ethyl or (tetrahydro-2H-pyrido[3,4-b]indol-2-yl)ethyl group;

when R^{21} is substituted or unsubstituted phenyl, R^{11} and R^{21} are not combined to form a ring with the attached nitrogen atom; and

when R^{21} is substituted or unsubstituted phenyl, R^{11} is not allyl, 2-(acylamino)ethyl, or benzyloxycarbonyl.

14. A compound in accordance with claim **13**, wherein A^1 is selected from the group consisting of $(C_8\text{-}C_{18})$bicycloalkyl, $(C_8\text{-}C_{18})$tricycloalkyl, $(C_8\text{-}C_{18})$heterobicycloalkyl and $(C_8\text{-}C_{18})$heterotricycloalkyl.

15. A compound in accordance with claim **13**, wherein A^1 is adamantyl.

16. A compound in accordance with claim **13**, wherein R^{11} is selected from aryl$(C_1\text{-}C_8)$alkyl and heteroaryl$(C_1\text{-}C_8)$alkyl.

17. A compound in accordance with claim **13**, wherein R^{21} is selected from aryl and heteroaryl.

18. A compound in accordance with claim **13**, wherein A^1 is adamantyl, R^{11} is selected from aryl$(C_1\text{-}C_8)$alkyl and heteroaryl$(C_1\text{-}C_8)$alkyl and R^{21} is selected from aryl and heteroaryl.

19. A compound in accordance with claim **13**, wherein A^1 is adamantyl, R^{11} is selected from heteroaryl$(C_3\text{-}C_8)$alkenyl and R^{21} is selected from phenyl and pyridyl.

20. A compound in accordance with claim **13**, wherein A^1 is adamantyl, R^{11} is selected from branched $(C_3\text{-}C_8)$alkyl and R^{21} is selected from phenyl and pyridyl.

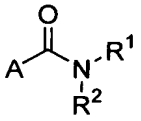
21. A compound in accordance with claim **13**, wherein A^1 is adamantyl, R^{11} is heteroaryl(branched $C_2\text{-}C_8$)alkyl and R^{21} is selected from aryl and heteroaryl.

22. A compound in accordance with claim **13**, wherein A^1 is adamantyl, R^{11} is 1-(heteroaryl)-$(C_2\text{-}C_8)$alkyl and R^{21} is selected from aryl and heteroaryl.

23. A compound in accordance with claim **13**, wherein A^1 is 1-adamantyl, R^{11} is selected from aryl$(C_1\text{-}C_8)$alkyl and heteroaryl$(C_1\text{-}C_8)$alkyl, and R^{21} is selected from pyridyl, phenyl, pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.

24. A method for modulation of LXR in a cell, said method comprising administering to said cell a composition in accordance with claim **1**.

25. A method for the treatment of LXR-responsive diseases, comprising administering to a subject in need of said treatment, a compound having the formula:



or a pharmaceutically acceptable salt thereof, wherein

A is a member selected from the group consisting of $(C_5\text{-}C_{18})$alkyl and $(C_5\text{-}C_{18})$heteroalkyl;

R^1 is a member selected from the group consisting of $(C_3\text{-}C_{12})$alkyl, aryl, aryl$(C_1\text{-}C_8)$alkyl, aryl$(C_2\text{-}C_8)$heteroalkyl, $(C_3\text{-}C_{12})$heteroalkyl, heteroaryl, heteroaryl$(C_1\text{-}C_8)$alkyl and heteroaryl$(C_2\text{-}C_8)$heteroalkyl; and

R^2 is a member selected from the group consisting of aryl, heteroaryl, aryl$(C_1\text{-}C_8)$alkyl, heteroaryl$(C_1\text{-}C_8)$alkyl, aryl$(C_2\text{-}C_8)$heteroalkyl and heteroaryl$(C_2\text{-}C_8)$heteroalkyl;

wherein R^1 and R^2 are optionally combined together with the nitrogen atom to which each is attached to form a 5-, 6-, 7- or 8-membered ring, and said compound binds to the ligand binding domain of LXRα with an affinity of at least 1 micromolar.

26. A method in accordance with claim **25**, wherein said disease is selected from the group consisting of hypercholesterolemia and atherosclerosis or other disorders associated with bile acid and cholesterol metabolism.

27. A method in accordance with claim **25**, wherein said compound is administered in conjunction with an additional hypercholesterolemic agent selected from the group consisting of bile acid sequestrants, nicotinic acid, fibric acid derivatives and HMG CoA reductase inhibitors.